Tel: 072-3-5673800: Fav: 972-3-5674576

Tel: 972-3-5673800; Fax: 972-3-5674576

SECHAED

2007 JUL -3 A 8: -4

Date: 27 June 2007

07024861

OFFICE OF INTERNATIONAL CORPORATE FINANCE

Division of Corporation Finance

U.S. Securities and Exchange Commission 100 F Street, N.E. Washington, D.C. 20549, U.S.A.

SUPPL

RE: Bank Hapoalim B.M. Documents Furnished Pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934 File No. 082-34955

Ladies and Gentlemen:

On behalf of Bank Hapoalim, a company organized under the laws of the State of Israel (the "Company"), we submit the following information under Rule 12g3-2(b)(1)(iii) with respect to the Company in order to maintain our 12g3-2(b) exemption from the registration requirements of Section 12(g) of the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act"), available to foreign private issuers pursuant to Rule 12g3-2(b) under the Exchange Act.

Pursuant to Rule 12b3-2(b)(1)(iii) and 12b3-2(b)(4) under the Exchange Act, we are enclosing one copy of each of the documents set forth in Annex A.

All information and documents are being furnished under Rule 12g3-2(b)(1) with the understanding that such information and documents will not be deemed to be "filed" with the Commission or otherwise subject to the liabilities of Section 18 of the Exchange Act, and that neither this letter nor the furnishing of such information and documents shall constitute an admission for any purpose that the Company is subject to the Exchange Act.

If you have any questions or comments regarding the foregoing, please contact the Secretary of the Bank, by tel. (+972) 3-5673800 or by fax (+972) 3-5674576. Thank you for your attention to this matter.

Very truly yours,

Bank Haboalim B M

Yoram Weissbrem Secretary of the Bank

FINANCIAL 7/

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List of Documents Submitted Herewith to the Commission Pursuant to Rule 12g3-2(b)(iii)

	<u>Subject</u>	<u>Date</u>	<u>Schedule</u>
1	Holding(s) in Company	13/06/07	
2	Director Declaration	24/06/07	2
3	Schedule Senior Office Holders	24/06/07	3
4	Holding(s) in Company	24/06/07	4
5			
6			
7			
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9	180		
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14.			
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16			

Bank Hapoalim B.M.

Registration no. 520000118

The securities of the corporation are listed for trading on the Tel Aviv Stock Exchan Code name: Poalim

Street: P.O.B. 27, Tel Aviv 61000

Tel: 03-5673800; 03-5673333; Fax: 03-5674576 LUU 1 00-30/3800; 03-5673333; Fax: 03-567457

JEFICE OF INTERNATION

OF OR PORATE FINANCE

OF CORPORATE FINANCE

Transmission date: 13/06/07 Reference: 2007-01-426446

Securities Authority www.isa.gov.il

Tel Aviv Stock Exchange Ltd. www.tase.co.il

Immediate Report regarding the schedule of holdings of Interested Parties

Regulation 33 (c) of the Securities (Periodic and Immediate Reports) Regulations, 5730-1970

No. of Holder	Name of Holder	Name, Category & Series of Security	Current Quantity of Securities	Extent of % of capital	Holding % of voting	Extent of (fully d % of capital	-
1	Arison Holdings (1998) Ltd.	BNHP Ordinary Shares	255,427,720	20.26	20.26	20.01	20.01
2	Israel Salt Industries Ltd.	BNHP Ordinary Shares	75,764,441	6.01	6.01	5.93	5.93
3	Zvi Ziv	BNHP Ordinary Shares	17,088	0.00	0.00	0.00	0.00
4	Joseph Dauber	BNHP Ordinary Shares	16,530	0.00	0.00	0.00	0.00
5	Management clients of AllianceBernstein, AXA IM, and their respective affiliates	BNHP Ordinary Shares	103,616,273	8.22	8.22	8.12	8.12

Explanations:

- 1. If an interested party holds more than one category of securities, the extent of his holdings should be stated taking into consideration all of the securities held by him on one line only.
- 2. Holdings of convertible securities should be reported, including convertible securities, which are not listed for trading.
- 3. The schedule of holdings of all interested parties should be listed in this form, including holdings which have remained unchanged.
- Where the interested party is a subsidiary company, the holdings should be separated into shares which were purchased before the Companies Law, 5759-1999 took effect and which confer rights as to capital and voting, and shares which were purchased after the Law took effect and which are inactive shares.

Name of Holder:

Arison Holdings (1998) Ltd.

No. of Holder:

Explanation: To be filled in if the interested party is a hanking corporation or an insurer

Category of Identity Number: Number at the Registrar of Companies

512705153 Identity Number:

Citizenship/Country of Incorporation or Registration: Incorporated in Israel

Country of Citizenship/Incorporation or Registration:

Does the holder serve as a representative for reporting purposes of a number
of shareholders who hold securities of the Corporation together with him: No
Are the shares held inactive shares No
Stock Exchange Security Number: 662577
Balance in previous comprehensive report (quantity of securities): 255,427,720
Change in Quantity of Securities: θ
Explanation: If a decrease in number is reported, a negative value should be stated, i.e. represented by the sign "-".
Remarks:

Name of Holder: Israel Salt Industries Ltd. No. of Holder: Explanation: To be filled in if the interested party is a hanking corporation or an insurer Category of Identity Number: Number at the Registrar of Companies Identity Number: 520037573 Citizenship/Country of Incorporation or Registration: Incorporated in Israel Country of Citizenship/Incorporation or Registration: Does the holder serve as a representative for reporting purposes of a number of shareholders who hold securities of the Corporation together with him: No Are the shares held inactive shares: Stock Exchange Security Number: 662577 Balance in previous comprehensive report (quantity of securities): 75,764,441 Change in Quantity of Securities: θ Explanation: If a decrease in number is reported, a negative value should be stated, i.e. represented by the sign "-". Remarks:

Name of Holder: Zvi Ziv. No. of Holder: Explanation: To be filled in if the interested party is a banking corporation or an insurer Category of Identity Number: Number of Identity Document Identity Number: 004143699

Citizenship/Country of Incorporation or Registration: Private person with Israeli citizenship

Country of Citizenship/Incorporation or Registration:

Does the holder serve as a representative for reporting purposes of a number of shareholders who hold securities of the Corporation together with him:

Are the shares held inactive shares: No Stock Exchange Security Number: 662577

Balance in previous comprehensive report (quantity of securities): 17.088

Change in Quantity of Securities:

Explanation: If a decrease in number is reported, a negative value should be stated, i.e. represented by the sign "-".

Remarks:

Name of Holder: Joseph Dauber.

No. of Holder:

Explanation: To be filled in if the interested party is a banking corporation or an insurer

Category of Identity Number: Number of Identity Document

Identity Number: 007447584

Citizenship/Country of Incorporation or Registration: Private person with Israeli citizenship

Country of Citizenship/Incorporation or Registration:

Does the holder serve as a representative for reporting purposes of a number of shareholders who hold securities of the Corporation together with him:

Are the shares held inactive shares: No Stock Exchange Security Number: 662577

Balance in previous comprehensive report (quantity of securities): 16,530

Change in Quantity of Securities: θ

Explanation: If a decrease in number is reported, a negative value should be stated, i.e. represented by the sign "-".

Remarks:

Name of Holder: Management clients of AllianceBernstein, AXA IM, and their respective affiliates

No. of Holder:

Explanation: To be filled in if the interested party is a banking corporation or an insurer

Category of Identity Number: Other Identification number

Identity Number: 13-4064930

Citizenship/Country of Incorporation or Registration: Incorporated overseas

Country of Citizenship/Incorporation or Registration: U.S.A.

Does the holder serve as a representative for reporting purposes of a number

of shareholders who hold securities of the Corporation together with him: Yes

Are the shares held inactive shares: No Stock Exchange Security Number: 662577

Balance in previous comprehensive report (quantity of securities): 101,798,403

Change in Quantity of Securities: 1,817,870

Explanation: If a decrease in number is reported, a negative value should be stated, i.e. represented by the sign "-".

Remarks:

Out of the total balance 77,982,821 holdings with voting rights

Together: AllianceBernstein L.P., AXA Investment Managers, AXA Rosenberg Investment Management LLC,

AXA China Region Insurance Company (Bermuda) Ltd.

Tel: 03-5673800; Fax: 03-5674576

PECEIVED

Date: June 24, 2007 Our reference: 802/07

To: The London Stock Exchange 200 JUL -3 A 8: -5

Dear Sirs,

TFICE OF INTERMATIONAL CORPORATE FINANCE

Re: Immediate Report on Appointment of Chairman of the Board of Directors

1. Last and First Name: Dankner Dan

Type of identification: I.D. # Identification number: 059581280

Citizenship/Country of incorporation or registration: Private person with Israeli citizenship

2. Date of birth: 6 Feb 1960

3. Address for service of process: 63 Yehuda Halevi, Tel Aviv

4. The office to which appointed: Chairman of the Board of Directors

- 5. Previous office held in the company prior to the appointment: Acting Chairman of the Board of Directors
- 6. Date for commencing office: 24 June 2007
- 7. Education:
 - Bachelor's degree (B.A.) in Business & Economics from the University of Mass., Boston;

Additional Education and Diplomas:

- 8. Main occupations during last five years:
 - Acting Chairman of the Board of Directors Bank Hapoalim B.M. 15/05-24/06/2007
 - Director Bank Hapoalim B.M. since 5 Nov 1997;
 - Joint Chairman of the Board of Directors Israel Salt Industries Ltd. Aug '99 Jan '05;
 - Chairman of the Board of Directors Israel Salt Industries Ltd. since 11 Jan 2005;
 - Chairman of the Board of Directors Isracard Ltd.; Europay (Eurocard) Israel Ltd.; Aminit Ltd. since 1 Jan 2003;
 - Chairman of the Board of Directors Poalim Express Ltd. since 30 Sep 2003;
 - Chairman of the Board of Directors Poalim Capital Markets and Investments Holdings Ltd., Poalim Capital Markets Ltd., Poalim Ventures Funds Management Ltd., Poalim Capital Markets Investment House Ltd. since 29 Apr 2004;
 - Chairman of the Board of Directors Diur B.P. Ltd. since 31 Jan 2006;
 - Chairman of the managing committee Poalim Bekehila Foundation since 5 Mar 2002;
 - Chairman of the managing committee Fritz Naphtali Foundation since 27 May 2005;
 - Chairman Beterem Organization since 30 Dec 2001;
 - Director Director in the Boards of Directors of various companies as set out below in Paragraph 9;
 - Deputy Chairman of the Board of Directors Bank Hapoalim B.M. May '99 May '04
- 9. Corporations of which presently a director:

Chairman of the board of the following companies: Israel Salt Industries Ltd., Isracard Ltd., Europay (Eurocard) Israel Ltd., Aminit Ltd., Poalim Express Ltd., Poalim Capital Markets and Investment Holdings Ltd., Poalim Capital Markets Ltd., Poalim Ventures - Fund Management Ltd., Poalim Capital Markets - Investment House Ltd., and Diur B.P. Ltd.

Serves as a director of the following companies: Intact Real Estate and Infrastructure Ltd., Intact Holdings Ltd., Intact Investments Ltd., Danran Holdings Ltd., Elran (D.D.) Investments Ltd., Adam Dan Ltd., Dankner D.D. Infrastructure Ltd., Atlit Food Cooling Ltd., Leenoy Holdings Ltd., Salt Investment Stock Holdings (1998) Ltd. and Sea Gate Ltd.

- 10. The director is an employee of the corporation, of a subsidiary or a related company thereof or of an interested party therein.
 - Serves as active chairman of the board of directors with pay of wholly-owned companies of the Bank: companies in Isracard Ltd. Group (Europay (Eurocard) Israel Ltd., Aminit Ltd., Poalim Express Ltd.), and companies in the Poalim Capital Markets Group: Poalim Capital Markets and Investment Holdings Ltd., Poalim Capital Markets Ltd., Poalim Ventures Fund Management Ltd. and Poalim Capital Markets Investment House Ltd.
- 11. The director is not a member of the family of another interested party in the corporation.
- 12. The director **does not** hold shares and convertible securities of the corporation, in a subsidiary or related company thereof.
- 13. The director is a member of a committee or committees of the Board of Directors:

 Chairman of the committees of the Board of Directors: The Credit Committee, The Business and Budget Committee, The Repricing Committee, The Prospectus Committee, The Expense Control and Streamlining Committee, The Salaries and Human Resources Committee and The Investment Approval Committee.
 - Member of the The Balance Sheet Committee of the Board of Directors.
- 14. The director does not have accounting and financial proficiency (within the meaning of the directive of the Israel Securities Authority under Section 36A of the Securities Law, 5728-1968). Since Mr. Dan Dankner officiates as active chairman of the board of directors of various companies in the Bank Hapoalim B.M. group, and is likely to be deemed "fulfilling an additional function" within the Bank Hapoalim B. M. group, he is not taken into account for the purpose of the Security Authority's guideline on "Reporting on Directors Having Accounting and Financial Proficiency".

Yours faithfully,
Bank Hapoalim B.M.
Head Office

(-)

Yoram Weissbrem
Secretary of the Bank

Yours faithfully,
Bank Hapoalim B.M.
Head Office

(-)

Advocate Sharona Tamir
Deputy Secretary of the Bank

Bank Hapoalim B.M.

Registration no. 520000118

Code name: Poalim

Street: P.O.B. 27 Tel Aminoconstance

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Registration no. 520000118

Code name: Poalim

Street: P.O.B. 27 Tel Aminoconstance

The securities of the corporation are listed for trading on the Tel Aviv Stock Exchange

Code name: Poalim

Street: P.O.B. 27 Tel Aminoconstance

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The securities of the corporation are listed for trading on the Tel Aviv Stock Exchange Tel Aviv Stock Exchange Tel Aviv S

e-mail: yoram.weissbrem@mailpoalim.co.il

Transmission date: 24/06/07 Reference: 2007-01-302248

Securities Authority www.isa.gov.il

Tel Aviv Stock Exchange Ltd. www.tase.co.il

Immediate Report Consisting of the Schedule of Senior Office Holders

Regulation 34 (d) of the Securities

(Periodic and Immediate Reports) Regulations, 5730-1970

Please note that the definition of Senior Office Holder in the Securities (Periodic and Immediate Reports) Regulations, 5730-1970 also includes, inter alia, a director.

There follows the Schedule of the Senior Office Holders and the Substitute Directors of the Corporation correct as of June 24, 2007.

Name	Category of Identity	Identity Number	Title			
Dan Dankner	I.D. Number	059581280	Chairman of the Board of Directors			
Yair Orgler	I.D. Number	001210541	Other: External Director-Under Directive 301 of the Proper Conduct of Banking Business Directives of the Supervisor of Banks			
Irit Izakson	I.D. Number	050709286	Director			
Amir Barnea	I.D. Number	003794310	Other: External Director-Under Directive 301 of the Proper Conduct of Banking Business Directives of the Supervisor of Banks			
Joseph Dauber	I.D. Number	007447584	Director			
Pnina Dvorin	I.D. Number	03333093	Director			
Ido Joseph Dissentshik	I.D. Number	7831787	External Director			
Nira Dror	I.D. Number	52726551	External Director			
Haim Samet	I.D. Number	007249675	Director			
Jay Pomrenze	Passport Number	111162680	Director			
Efrat Peled	I.D. Number	027224773	Director			
Moshe Koren	I.D. Number	1228998	Director			
Zvi Ziv	I.D. Number	4143699	Chief Executive Officer			
Shy Talmon	I.D. Number	055117261	Other: Deputy CEO, Member of the Board of Management, Head of Corporate Banking			
Ofer Levy	I.D. Number	052222577	Other: Member of the Board of Management, Senior Deputy Managing Director and			

			Comptroller of the Bank
Shlomo Braun	I.D. Number	054030424	Other: Senior Deputy Managing Director
Yacov Rozen	I.D. Number	051255842	Other: Member of the Board of Management, Senior Deputy Managing Director, Head of Finance (CFO), Head of Banking Subsidiaries including the Officer in charge of the central administrative unit for the supervision of corporations under the control of the Bank
David Luzon	I.D. Number	51409308	Other: Member of the Board of Management, Senior Deputy Managing Director and Head of Information Technology and Operations
Ilan Mazur	I.D. Number	007447386	Other: Member of the Board of Management, Senior Deputy Managing Director and Chief Legal Adviser of the Bank
Hanna Pri-zan	I.D. Number	50963115	Other: Member of the Board of Management, Senior Deputy Managing Director, Head of Human Resources, Logistics & Procurement
Zion Keinan	I.D. Number	053508594	Other: Deputy CEO, Member of the Board of Management and Head of Retail Banking
Barry Ben-Zeev	I.D. Number	51205508	Other: Member of the Board of Management, Senior Deputy Managing Director, Head of Client Asset Management
Doron Klausner	I.D. Number	051277556	Member of the Board of Management, Senior Deputy Managing Director, Head of the Centre for Strategic Management and Head of Risk Management
Alberto Garfunkel	I.D. Number	012592424	Member of the Board of Management, Senior Deputy Managing Director, Head of International Activity
Mario Shushan	I.D. Number	13802939	Member of the Board of Management, Senior Deputy Managing Director, Global Treasurer
Orit Lerer	I.D. Number	53561114	Other: Senior Deputy Managing Director and Chief Internal Auditor of the Bank
Zvi Fuhrman	I.D. Number	068791300	Other: Deputy Managing Director Head of Bank Hapoalim Activities in the U.S.A
Yoram Weissbrem	I.D. Number	007041809	Other: Secretary of the Bank

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Bank Hapoalim B.M.

Registration no. 520000118

The securities of the corporation are listed for trading on the Tel Aviv Stock Exchange

Code name: Poalim Street: P.O.B. 27, Tel Aviv 61000

Tel: 03-5673800; 03-5673333; Fax: 03-5674576 e-mail: yoram.weissbrem@mailpoalim.co.il

Transmission date: 24/06/07 Reference: 2007-01-302260

Securities Authority www.isa.gov.il

<u>Tel Aviv Stock Exchange Ltd.</u>

www.tase.co.il

Immediate Report regarding the schedule of holdings of Interested Parties

Regulation 33 (c) of the Securities (Periodic and Immediate Reports) Regulations, 5730-1970

No. of Holder	Name of Holder	Name, Category & Series of Security	Current Quantity of Securities	Extent of % of capital	Holding % of voting	Extent of (fully d % of capital	_
1	Arison Holdings (1998) Ltd.	BNHP Ordinary Shares	255,427,720	20.26	20.26	20.01	20.01
2	Israel Salt Industries Ltd.	BNHP Ordinary Shares	75,764,441	6.01	6.01	5.93	5.93
3	Zvi Ziv	BNHP Ordinary Shares	17,088	0.00	0.00	0.00	0.00
4	Joseph Dauber	BNHP Ordinary Shares	16,530	0.00	0.00	0.00	0.00
5	Management clients of AllianceBernstein, AXA IM, and their respective affiliates	BNHP Ordinary Shares	104,089,958	8.26	8.26	8.15	8.15

Explanations:

- 1. If an interested party holds more than one category of securities, the extent of his holdings should be stated taking into consideration all of the securities held by him on one line only.
- 2. Holdings of convertible securities should be reported, including convertible securities, which are not listed for trading.
- 3. The schedule of holdings of all interested parties should be listed in this form, including holdings which have remained unchanged.
- 4. Where the interested party is a subsidiary company, the holdings should be separated into shares which were purchased before the Companies Law, 5759-1999 took effect and which confer rights as to capital and voting, and shares which were purchased after the Law took effect and which are inactive shares.

Name of Holder:

Arison Holdings (1998) Ltd.

No. of Holder:

- 1

Explanation: To be filled in if the interested party is a banking corporation or an insurer

Category of Identity Number: Number at the Registrar of Companies

Identity Number: 512705153

Citizenship/Country of Incorporation or Registration: Incorporated in Israel

Country of Citizenship/Incorporation or Registration:

Does the holder serve as a representative for reporting purposes of a number of shareholders who hold securities of the Corporation together with him:

No
Are the shares held inactive shares

No
Stock Exchange Security Number:

662577

Balance in previous comprehensive report (quantity of securities):

255,427,720

Explanation: If a decrease in number is reported, a negative value should be stated, i.e. represented by the sign "-".

Remarks:

Name of Holder: Israel Salt Industries Ltd.

No. of Holder: 2

Explanation: To be filled in if the interested party is a banking corporation or an insurer

Category of Identity Number: Number at the Registrar of Companies

Identity Number: 520037573

Change in Quantity of Securities:

Citizenship/Country of Incorporation or Registration: Incorporated in Israel Country of Citizenship/Incorporation or Registration:

Does the holder serve as a representative for reporting purposes of a number of shareholders who hold securities of the Corporation together with him:

No

Are the shares held inactive shares: No Stock Exchange Security Number: 662577

Balance in previous comprehensive report (quantity of securities): 75,764,441

Change in Quantity of Securities: θ

Explanation: If a decrease in number is reported, a negative value should be stated, i.e. represented by the sign "-".

Remarks:

Name of Holder: Zvi Ziv.
No. of Holder: 3

Explanation: To be filled in if the interested party is a banking corporation or an insurer

Category of Identity Number: Number of Identity Document

Identity Number: 004143699

Citizenship/Country of Incorporation or Registration: Private person with Israeli citizenship

Country of Citizenship/Incorporation or Registration:

Does the holder serve as a representative for reporting purposes of a number

of shareholders who hold securities of the Corporation together with him: No

Are the shares held inactive shares: No Stock Exchange Security Number: 662577

Balance in previous comprehensive report (quantity of securities): 17,088

Change in Quantity of Securities: 6

Explanation: If a decrease in number is reported, a negative value should be stated, i.e. represented by the sign "-".

Remarks:

Name of Holder: Joseph Dauber.

No. of Holder:

4

Explanation: To be filled in if the interested party is a banking corporation or an insurer

Category of Identity Number: Number of Identity Document

Identity Number: 007447584

Citizenship/Country of Incorporation or Registration: Private person with Israeli citizenship

Country of Citizenship/Incorporation or Registration:

Does the holder serve as a representative for reporting purposes of a number of shareholders who hold securities of the Corporation together with him:

Are the shares held inactive shares: No Stock Exchange Security Number: 662577

Balance in previous comprehensive report (quantity of securities): 16,530

Change in Quantity of Securities: θ

Explanation: If a decrease in number is reported, a negative value should be stated, i.e. represented by the sign "-".

Remarks:

Name of Holder: Management clients of AllianceBernstein, AXA IM, and their respective affiliates

No. of Holder:

Explanation: To be filled in if the interested party is a banking corporation or an insurer

Category of Identity Number: Other Identification number

Identity Number: 13-4064930

Citizenship/Country of Incorporation or Registration: Incorporated overseas

Country of Citizenship/Incorporation or Registration: U.S.A.

Does the holder serve as a representative for reporting purposes of a number

of shareholders who hold securities of the Corporation together with him: Yes

Are the shares held inactive shares: No Stock Exchange Security Number: 662577

Balance in previous comprehensive report (quantity of securities): 103,616,273

Change in Quantity of Securities: 473,685

Explanation: If a decrease in number is reported, a negative value should be stated, i.e. represented by the sign "-".

Remarks:

Out of the total balance 78,000,908 holdings with voting rights

Together: AllianceBernstein L.P., AXA Investment Managers, AXA Rosenberg Investment Management LLC,

AXA China Region Insurance Company (Bermuda) Ltd.

